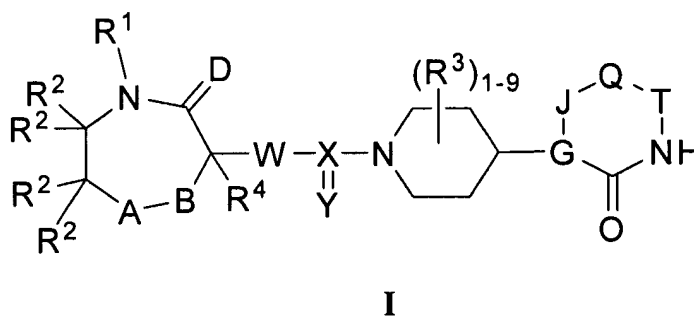


**Listing of the Claims:**

The listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

1. (Currently Amended) The compound of Formula I:



wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

D is O;

$R^1$  is selected from:

- 1) H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1$ -6 alkyl,
  - b)  $C_3$ -6 cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_s OR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,

- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v)  $O(CO)R^4$ ;

$R^2$  is independently selected from:

- 1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1$ -6 alkyl,
  - b)  $C_3$ -6 cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,

- j)  $\text{CO}_2\text{R}^4$ ,
- k)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- l)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- m)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- n)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,
- o)  $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$ ,
- p)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,
- q)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ ,
- r)  $\text{S}(\text{O})_m\text{R}^{10}$ ,
- s)  $\text{CN}$ ,
- t)  $\text{NR}^{10}\text{R}^{11}$ ,
- u)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and,
- v)  $\text{O}(\text{CO})\text{R}^4$ ; and,

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents

independently selected from:

- a)  $\text{C}_{1-6}$  alkyl,
- b)  $\text{C}_{3-6}$  cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,
- f)  $(\text{F})_p\text{C}_{1-3}$  alkyl,
- g) halogen,
- h)  $\text{OR}^4$ .
- i)  $\text{O}(\text{CH}_2)_s\text{OR}^4$ ,
- j)  $\text{CO}_2\text{R}^4$ ,
- k)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- l)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- m)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- n)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,

- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v)  $O(CO)R^4$ ;

or, any two independent  $R^2$  on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazoliny, oxazoliny, imidazoliny, imidazolidiny, pyrroliny, morpholiny, thiomorpholiny, thiomorpholiny S-oxide, thiomorpholiny S-dioxide, azetidiny, pyrrolidiny, piperidiny, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperaziny,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a)  $-C_{1-6}$ alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
  - (i) halo,
  - (ii) hydroxy,
  - (iii)  $-O-C_{1-6}$ alkyl,
  - (iv)  $-C_{3-6}$ cycloalkyl,
  - (v)  $-COR^{10}$
  - (vi)  $-CO_2R^{10}$ ,
  - (vii)  $-NR^{10}R^{11}$ ,
  - (viii)  $-SO_2R^{10}$ ,
  - (ix)  $-CONR^{10}R^{11}$ , and
  - (x)  $-(NR^{10})CO_2R^{11}$ ,
- (b)  $-SO_2NR^{10}R^{11}$
- (c) halo,
- (d)  $-SO_2R^{10}$ ,
- (e) hydroxy,

- (f)  $-O-C_{1-6}alkyl$ , which is unsubstituted or substituted with 1-5 halo,
- (g)  $-CN$ ,
- (h)  $-COR^{10}$ ,
- (i)  $-NR^{10}R^{11}$ ,
- (j)  $-CONR^{10}R^{11}$ ,
- (k)  $-CO_2R^{10}$ ,
- (l)  $-(NR^{10})CO_2R^{11}$ ,
- (m)  $-O(CO)NR^{10}R^{11}$ ,
- (n)  $-(NR^4)(CO)NR^{10}R^{11}$ , and
- (o) oxo;

$R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperaziny, or morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ;

$R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

X is C or S;

Y is O,  $(R^4)_2$ , NCN,  $NSO_2CH_3$ , or  $NCONH_2$ , or Y is  $O_2$  when X is S;

$R^5$  is independently selected from H and:

- 1)  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $C_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,

- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and
  - v)  $O(CO)R^4$ ;
- 3)  $C_{1-6}$  alkyl,
  - 4)  $C_{3-6}$  cycloalkyl,
  - 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 8)  $(F)_pC_{1-3}$  alkyl,
  - 9) halogen,
  - 10)  $OR^4$ ,
  - 11)  $O(CH_2)_sOR^4$ ,
  - 12)  $CO_2R^4$ ,



- 13)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- 14)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- 15)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- 16)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,
- 17)  $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$ ,
- 18)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,
- 19)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ ,
- 20)  $\text{S}(\text{O})_m\text{R}^{10}$ ,
- 21)  $\text{CN}$ ,
- 22)  $\text{NR}^{10}\text{R}^{11}$ ,
- 23)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and,
- 24)  $\text{O}(\text{CO})\text{R}^4$ ,

or two  $\text{R}^5$  attached to the same carbon form the substituent  $=\text{O}$ , such that  $\text{C}(\text{R}^5)_2$  may be  $\text{C}=\text{O}$ ,

where the number of  $\text{R}^5$  substituents that are not H, can range from zero to three;

G-J is selected from: N, C,  $\text{C}=\text{C}(\text{R}^5)$ ,  $\text{N}-\text{C}(\text{R}^5)_2$ ,  $\text{C}=\text{N}$ ,  $\text{C}(\text{R}^5)-\text{C}(\text{R}^5)_2$ ,  $\text{C}(\text{R}^5)-\text{N}(\text{R}^6)$ ,  $\text{N}(\text{R}^6)-\text{N}(\text{R}^6)$ ;

Q-T is selected from:  $\text{C}(\text{R}^5)_2-\text{C}(\text{R}^5)_2$ ,  $\text{C}(\text{R}^5)=\text{C}(\text{R}^5)$ ,  $\text{N}=\text{C}(\text{R}^5)$ ,  $\text{C}(\text{R}^5)=\text{N}$ ,  $\text{N}=\text{N}$ , N and  $\text{C}(\text{R}^5)_2-(\text{C}=\text{O})$ ,  $\text{N}(\text{R}^6)-(\text{C}=\text{O})$ ,  $\text{C}(\text{R}^5)_2-\text{N}(\text{R}^6)$ ;

$\text{R}^3$  is independently selected from H, substituted or unsubstituted  $\text{C}_1$ - $\text{C}_3$  alkyl, CN and  $\text{CO}_2\text{R}^4$ ;

p is 0 to  $2q+1$ , for a substituent with q carbons;

m is 0, 1 or 2;

n is 0 or 1;

s is 1, 2 or 3;

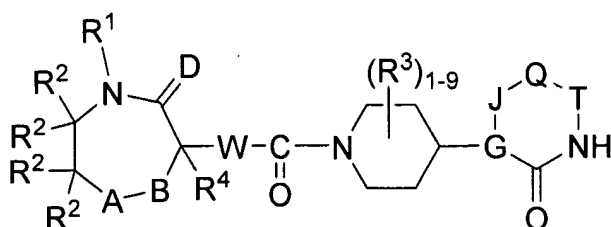
wherein "heteroaryl" means a stable 5- to 7- membered monocyclic- or stable 8- to 11-membered bicyclic heterocyclic ring system which is either saturated or unsaturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen

and sulfur atoms may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring;

and "heterocyclic" means a stable 5- to 7- membered monocyclic- or stable 9- to 10-membered fused bicyclic heterocyclic ring system which contains an aromatic ring, any ring of which may be saturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring; and

or a and pharmaceutically acceptable salt salts and individual diastereomers thereof.

2. (Currently Amended) A compound according to claim 1 having the Formula Ia:



**Ia**

wherein:

A is a bond, C(R<sup>2</sup>)<sub>2</sub>, O, S(O)<sub>m</sub> or NR<sup>2</sup>;

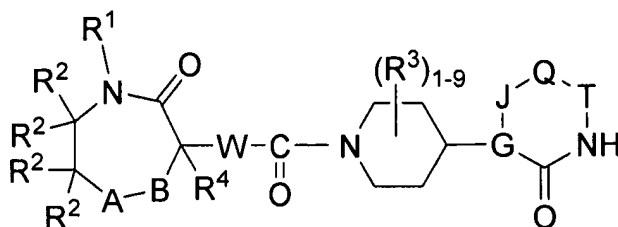
B is (C(R<sup>2</sup>)<sub>2</sub>)<sub>n</sub>;

D is O;

n is 0 or 1; and

or a and pharmaceutically acceptable salt salts and individual stereoisomers thereof.

3. (Currently Amended) A compound according to claim 1 having the Formula Ib:



**Ib**

wherein:

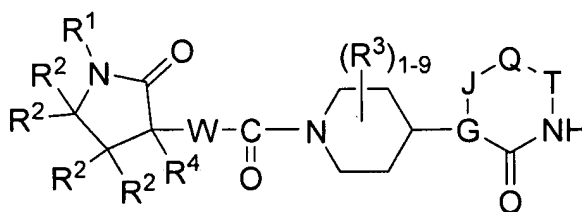
A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

n is 0 or 1; and

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

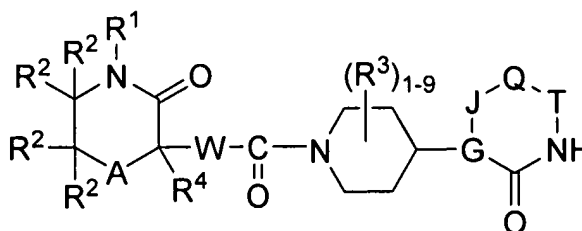
4. (Currently Amended) A compound according to claim 1 having the Formula Ic:



**Ic**

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

5. (Currently Amended) A compound according to claim 1 having the Formula Id:



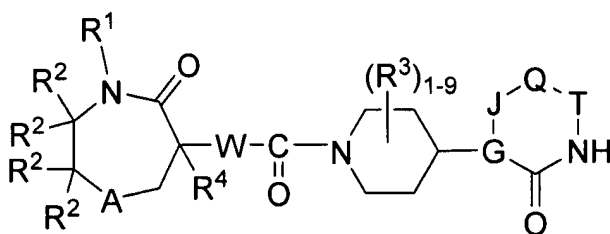
**Id**

wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

6. (Currently Amended) A compound according to claim 1 having the Formula Ie:



**Ie**

wherein:

A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

7. (Currently Amended) A compound according to claim 1 having the Formulae Ia –Ie, wherein:

$R^1$  is selected from:

- 1) H,  $C_1$ - $C_6$  alkyl,  $C_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1$ -6 alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ .
  - k) CN,
  - l)  $NR^{10}R^{11}$ , and
  - m)  $O(CO)R^4$ ; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
  - e)  $OR^4$ ,
  - f)  $CO_2R^4$ ,
  - g)  $(CO)NR^{10}R^{11}$ ,
  - h)  $SO_2NR^{10}R^{11}$ ,
  - i)  $N(R^{10})SO_2R^{11}$ ,
  - j)  $S(O)_mR^4$ ,
  - k) CN,
  - l)  $NR^{10}R^{11}$ , and,
  - m)  $O(CO)R^4$ ;

$R^2$  is selected from:

- 1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkynyl,  $C_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents ~~sustituents~~ where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - g) halogen,
  - h) OR<sup>4</sup>,
  - i) O(CH<sub>2</sub>)<sub>5</sub>OR<sup>4</sup>,
  - j) CO<sub>2</sub>R<sup>4</sup>,
  - k) S(O)<sub>m</sub>R<sup>4</sup>,
  - l) CN,
  - m) NR<sup>10</sup>R<sup>11</sup>, and
  - n) O(CO)R<sup>4</sup>; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:
- a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - d) halogen,
  - e) OR<sup>4</sup>,
  - f) CO<sub>2</sub>R<sup>4</sup>,
  - g) (CO)NR<sup>10</sup>R<sup>11</sup>,
  - h) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
  - i) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,
  - j) S(O)<sub>m</sub>R<sup>4</sup>,
  - k) CN,
  - l) NR<sup>10</sup>R<sup>11</sup>, and
  - m) O(CO)R<sup>4</sup>;

or, any two independent  $R^2$  on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a)  $-C_{1-6}$ alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
  - (i) halo,
  - (ii) hydroxy,
  - (iii)  $-O-C_{1-6}$ alkyl,
  - (iv)  $-C_{3-6}$ cycloalkyl,
  - (v)  $-COR^{10}$
  - (vi)  $-CO_2R^{10}$ ,
  - (vii)  $-NR^{10}R^{11}$ ,
  - (viii)  $-SO_2R^{10}$ ,
  - (ix)  $-CONR^{10}R^{11}$ , and
  - (x)  $-(NR^{10})CO_2R^{11}$ ,
- (b)  $-SO_2NR^{10}R^{11}$ ,
- (c) halo,
- (d)  $-SO_2R^{10}$ ,
- (e) hydroxy,
- (f)  $-O-C_{1-6}$ alkyl, which is unsubstituted or substituted with 1-5 halo,
- (g)  $-CN$ ,
- (h)  $-COR^{10}$ ,
- (i)  $-NR^{10}R^{11}$ ,
- (j)  $-CONR^{10}R^{11}$ ,
- (k)  $-CO_2R^{10}$ ,
- (l)  $-(NR^{10})CO_2R^{11}$ ,
- (m)  $-O(CO)NR^{10}R^{11}$ ,

(n)  $-(NR^4)(CO)NR^{10}R^{11}$ , and

(o) oxo;

$R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperaziny and morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$

$R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is  $C(R^5)_2 - C(R^5)_2$ ,

G-J is N, and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is N and Q-T is  $N=C(R^5)$ ,

G-J is N, and Q-T is  $C(R^5)=N$ ,

G-J is N, and Q-T is  $N=N$ ,

G-J is  $C=C(R^5)$ , and Q-T is  $N(R^6)$ ,

G-J is N, and Q-T is  $C(R^5)_2 - (C=O)-$ ,

G-J is  $N-C(R^5)_2$ , and Q-T is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C=C(R^5)$  and Q-T is  $C(R^5)=C(R^5)$ ,



G-J is  $C=C(R^5)$ , and Q-T is  $C(R^5)=N$ ,

G-J is  $C=C(R^5)$ , and Q-T is  $N=C(R^5)$ ,

G-J is  $C=N$ , and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N(R^6)-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $C(R^5)-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N=C(R^5)$ ,

G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $N-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ , and

G-J is  $N-C(R^5)_2$ , and QT is  $N=C(R^5)$ ;

$R^5$  is independently selected from H and:

- 1)  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $C_3-6$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1-6$  alkyl,
  - b)  $C_3-6$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,

- g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and
  - v)  $O(CO)R^4$ ;
- 3)  $C_{1-6}$  alkyl,
  - 4)  $C_{3-6}$  cycloalkyl,
  - 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 8)  $(F)_pC_{1-3}$  alkyl,
  - 9) halogen,
  - 10)  $OR^4$ ,
  - 11)  $O(CH_2)_sOR^4$ ,
  - 12)  $CO_2R^4$ ,
  - 13)  $(CO)NR^{10}R^{11}$ ,
  - 14)  $O(CO)NR^{10}R^{11}$ ,
  - 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,

- 16)  $N(R^{10})(CO)R^{11}$ ,
- 17)  $N(R^{10})(CO)OR^{11}$ ,
- 18)  $SO_2NR^{10}R^{11}$ ,
- 19)  $N(R^{10})SO_2R^{11}$ ,
- 20)  $S(O)_mR^{10}$ ,
- 21)  $CN$ ,
- 22)  $NR^{10}R^{11}$ ,
- 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- 24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

where the number of  $R^5$  substituents that are not H, can range from zero to three;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, CN and  $CO_2R^4$ ;

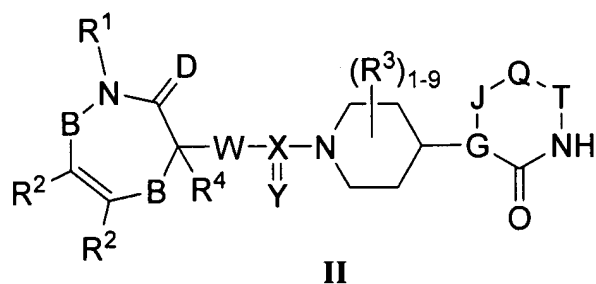
p is 0 to  $2q+1$ , for a substituent with q carbons

m is 0 to 2;

s is 1 to 3;

or a and pharmaceutically acceptable salt salts and individual stereoisomers thereof.

8. (Currently Amended) The compound of Formula II:



wherein:

B is independently  $(C(R^2)_2)_n$ ;

D is O;

$R^1$  is selected from:

- 1) H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1$ -6 alkyl,
  - b)  $C_3$ -6 cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_5OR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;

- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - g) halogen,
  - h) OR<sup>4</sup>,
  - i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,
  - j) CO<sub>2</sub>R<sup>4</sup>,
  - k) (CO)NR<sup>10</sup>R<sup>11</sup>,
  - l) O(CO)NR<sup>10</sup>R<sup>11</sup>,
  - m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,
  - n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,
  - o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,
  - p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
  - q) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,
  - r) S(O)<sub>m</sub>R<sup>10</sup>,
  - s) CN,
  - t) NR<sup>10</sup>R<sup>11</sup>,
  - u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and
  - v) O(CO)R<sup>4</sup>;

R<sup>2</sup> is independently selected from:

- 1) H, C<sub>0</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - g) halogen,
  - h) OR<sup>4</sup>,
  - i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,
  - j) CO<sub>2</sub>R<sup>4</sup>,
  - k) (CO)NR<sup>10</sup>R<sup>11</sup>,
  - l) O(CO)NR<sup>10</sup>R<sup>11</sup>,
  - m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,
  - n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,
  - o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,
  - p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
  - q) N(R<sup>10</sup>) SO<sub>2</sub>R<sup>11</sup>,
  - r) S(O)<sub>m</sub>R<sup>10</sup>,
  - s) CN,
  - t) NR<sup>10</sup>R<sup>11</sup>,
  - u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,
  - v) O(CO)R<sup>4</sup>;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v)  $O(CO)R^4$ ;

or, the independent  $R^2$  on adjacent carbons may be joined together to form a ring selected from cyclopentenyl, cyclohexenyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, tetrahydropyridyl, furanyl, dihydrofuranyl and dihydropyranyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) - $C_{1-6}$ alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:
  - (i) halo,
  - (ii) hydroxy,



- (iii) -O-C<sub>1-6</sub>alkyl,
- (iv) -C<sub>3-6</sub>cycloalkyl,
- (v) -COR<sub>10</sub>
- (vi) -CO<sub>2</sub>R<sub>10</sub>,
- (vii) -NR<sub>10</sub>R<sub>11</sub>,
- (viii) -SO<sub>2</sub>R<sub>10</sub>,
- (ix) -CONR<sub>10</sub>R<sub>11</sub>, and
- (x) -(NR<sub>10</sub>)CO<sub>2</sub>R<sub>11</sub>,
- (b) -SO<sub>2</sub> NR<sub>10</sub>R<sub>11</sub>
- (c) halo,
- (d) -SO<sub>2</sub>R<sub>10</sub>,
- (e) hydroxy,
- (f) -O-C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-5 halo,
- (g) -CN,
- (h) -COR<sub>10</sub>,
- (i) -NR<sub>10</sub>R<sub>11</sub>,
- (j) -CONR<sub>10</sub>R<sub>11</sub>,
- (k) -CO<sub>2</sub>R<sub>10</sub>,
- (l) -(NR<sub>10</sub>)CO<sub>2</sub>R<sub>11</sub>,
- (m) -O(CO)NR<sub>10</sub>R<sub>11</sub>,
- (n) -(NR<sub>4</sub>)(CO)NR<sub>10</sub>R<sub>11</sub>, and
- (o) oxo;

R<sup>10</sup> and R<sup>11</sup> are independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1-C6</sub> alkoxy, where R<sup>10</sup> and R<sup>11</sup> may be joined together to form a ring selected from: azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>;

R<sup>4</sup> is independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1-C6</sub> alkoxy;

W is O, NR<sup>4</sup> or C(R<sup>4</sup>)<sub>2</sub>;

X is C or S;

Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub> or NCONH<sub>2</sub>, or Y is O<sub>2</sub> when X is S;

R<sup>5</sup> is independently selected from H and:

- 1) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1</sub>-6 alkyl,
  - b) C<sub>3</sub>-6 cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - g) halogen,
  - h) OR<sup>4</sup>,
  - i) O(CH<sub>2</sub>)<sub>5</sub>OR<sup>4</sup>,
  - j) CO<sub>2</sub>R<sup>4</sup>,
  - k) (CO)NR<sup>10</sup>R<sup>11</sup>,
  - l) O(CO)NR<sup>10</sup>R<sup>11</sup>,
  - m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,
  - n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,
  - o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,
  - p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
  - q) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,
  - r) S(O)<sub>m</sub>R<sup>10</sup>,
  - s) CN,
  - t) NR<sup>10</sup>R<sup>11</sup>,
  - u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,
  - v) O(CO)R<sup>4</sup>;

- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
  - g) halogen,
  - h) OR<sup>4</sup>,
  - i) O(CH<sub>2</sub>)<sub>5</sub>OR<sup>4</sup>,
  - j) CO<sub>2</sub>R<sup>4</sup>,
  - k) (CO)NR<sup>10</sup>R<sup>11</sup>,
  - l) O(CO)NR<sup>10</sup>R<sup>11</sup>,
  - m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,
  - n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,
  - o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,
  - p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
  - q) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,
  - r) S(O)<sub>m</sub>R<sup>10</sup>,
  - s) CN,
  - t) NR<sup>10</sup>R<sup>11</sup>,
  - u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and
  - v) O(CO)R<sup>4</sup>;
- 3) C<sub>1-6</sub> alkyl,
- 4) C<sub>3-6</sub> cycloalkyl,
- 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

- 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 8)  $(F)_p C_{1-3}$  alkyl,
- 9) halogen,
- 10)  $OR^4$ ,
- 11)  $O(CH_2)_s OR^4$ ,
- 12)  $CO_2R^4$ ,
- 13)  $(CO)NR^{10}R^{11}$ ,
- 14)  $O(CO)NR^{10}R^{11}$ ,
- 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- 16)  $N(R^{10})(CO)R^{11}$ ,
- 17)  $N(R^{10})(CO)OR^{11}$ ,
- 18)  $SO_2NR^{10}R^{11}$ ,
- 19)  $N(R^{10})SO_2R^{11}$ ,
- 20)  $S(O)_m R^{10}$ ,
- 21) CN,
- 22)  $NR^{10}R^{11}$ ,
- 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- 24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

where the number of  $R^5$  substituents that are not H, can range from zero to three;

G-J is selected from: N, C,  $C=C(R^5)$ ,  $N-C(R^5)_2$ ,  $C=N$ ,  $C(R^5)-C(R^5)_2$ ,  $C(R^5)-N(R^6)$ ,  $N(R^6)-N(R^6)$ ;

Q-T is selected from:  $C(R^5)_2-C(R^5)_2$ ,  $C(R^5)=C(R^5)$ ,  $N=C(R^5)$ ,  $C(R^5)=N$ ,  $N=N$ , N and  $C(R^5)_2-(C=O)$ ,  $N(R^6)-(C=O)$ ,  $C(R^5)_2-N(R^6)$ ;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1-C_3$  alkyl, CN and  $CO_2R^4$ ;

p is 0 to  $2q+1$ , for a substituent with q carbons;  
m is 0, 1 or 2;  
n is 0 or 1;  
s is 1, 2 or 3;

wherein "heteroaryl" means a stable 5- to 7- membered monocyclic- or stable 8- to 11-membered bicyclic heterocyclic ring system which is either saturated or unsaturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring;

and "heterocyclic" means a stable 5- to 7- membered monocyclic- or stable 9- to 10-membered fused bicyclic heterocyclic ring system which contains an aromatic ring, any ring of which may be saturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring; and

or a and pharmaceutically acceptable salt salts and individual diastereomers thereof.

9. (Currently Amended) A compound according to claim 8, wherein:

R<sup>1</sup> is selected from:

- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1</sub>-6 alkyl,
  - b) C<sub>3</sub>-6 cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_5OR^4$ ,
  - j)  $CO_2R^4$ ,
  - k) CN,
  - l)  $NR^{10}R^{11}$ , and
  - m)  $O(CO)R^4$ ; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
  - e)  $OR^4$ ,
  - f)  $CO_2R^4$ ,
  - g)  $(CO)NR^{10}R^{11}$ ,
  - h)  $SO_2NR^{10}R^{11}$ ,
  - i)  $N(R^{10})SO_2R^{11}$ ,
  - j)  $S(O)_mR^4$ ,
  - k) CN,
  - l)  $NR^{10}R^{11}$ , and,
  - m)  $O(CO)R^4$ ;

$R^2$  is selected from:

- 1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkynyl,  $C_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,

- c) aryl, unsubstituted or substituted with 1-5 substituents ~~sustituents~~ where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $S(O)_mR^4$ ,
  - l) CN,
  - m)  $NR^{10}R^{11}$ , and
  - n)  $O(CO)R^4$ ; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
  - e)  $OR^4$ ,
  - f)  $CO_2R^4$ ,
  - g)  $(CO)NR^{10}R^{11}$ ,
  - h)  $SO_2NR^{10}R^{11}$ ,
  - i)  $N(R^{10})SO_2R^{11}$ ,
  - j)  $S(O)_mR^4$ ,
  - k) CN,
  - l)  $NR^{10}R^{11}$ , and
  - m)  $O(CO)R^4$ ;

$R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperaziny and morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$

$R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is  $C(R^5)_2 - C(R^5)_2$ ,

G-J is N, and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is N and Q-T is  $N=C(R^5)$ ,

G-J is N, and Q-T is  $C(R^5)=N$ ,

G-J is N, and Q-T is  $N=N$ ,

G-J is  $C=C(R^5)$ , and Q-T is  $N(R^6)$ ,

G-J is N, and Q-T is  $C(R^5)_2 -(C=O)-$ ,

G-J is  $N-C(R^5)_2$ , and Q-T is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C=C(R^5)$  and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is  $C=C(R^5)$ , and Q-T is  $C(R^5)=N$ ,



G-J is  $C=C(R^5)$ , and Q-T is  $N=C(R^5)$ ,

G-J is  $C=N$ , and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N(R^6)-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $C(R^5)-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N=C(R^5)$ ,

G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $N-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ , and

G-J is  $N-C(R^5)_2$ , and QT is  $N=C(R^5)$ ;

$R^5$  is independently selected from H and:

- 1)  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $C_3-6$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a)  $C_1-6$  alkyl,
  - b)  $C_3-6$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_5OR^4$ ,
  - j)  $CO_2R^4$ .
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,

- i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s)  $CN$ ,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and
  - v)  $O(CO)R^4$ ;
- 3)  $C_{1-6}$  alkyl,
  - 4)  $C_{3-6}$  cycloalkyl,
  - 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 8)  $(F)_pC_{1-3}$  alkyl,
  - 9) halogen,
  - 10)  $OR^4$ ,
  - 11)  $O(CH_2)_sOR^4$ ,
  - 12)  $CO_2R^4$ ,
  - 13)  $(CO)NR^{10}R^{11}$ ,
  - 14)  $O(CO)NR^{10}R^{11}$ ,
  - 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - 16)  $N(R^{10})(CO)R^{11}$ ,
  - 17)  $N(R^{10})(CO)OR^{11}$ ,

- 18)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,
- 19)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ ,
- 20)  $\text{S}(\text{O})_m\text{R}^{10}$ ,
- 21)  $\text{CN}$ ,
- 22)  $\text{NR}^{10}\text{R}^{11}$ ,
- 23)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and,
- 24)  $\text{O}(\text{CO})\text{R}^4$ ,

or two  $\text{R}^5$  attached to the same carbon form the substituent  $=\text{O}$ , such that  $\text{C}(\text{R}^5)_2$  may be  $\text{C}=\text{O}$ ,

where the number of  $\text{R}^5$  substituents that are not H, can range from zero to three;

$\text{R}^3$  is independently selected from H, substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkyl, CN and  $\text{CO}_2\text{R}^4$ ;

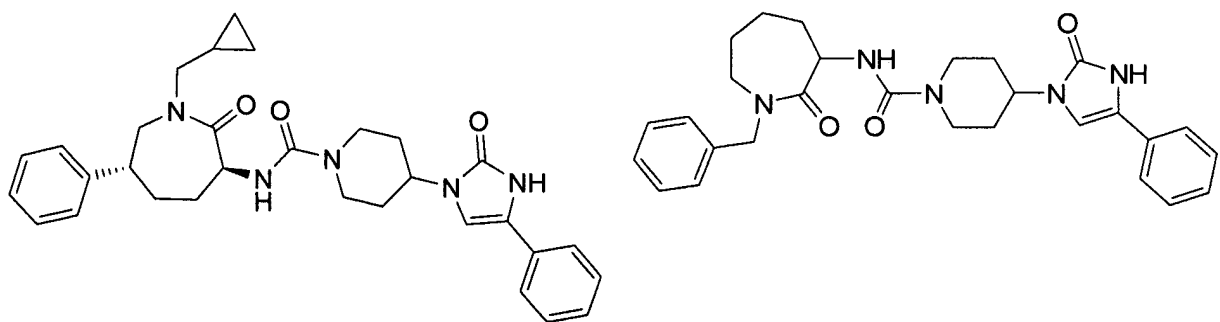
p is 0 to  $2q+1$ , for a substituent with q carbons

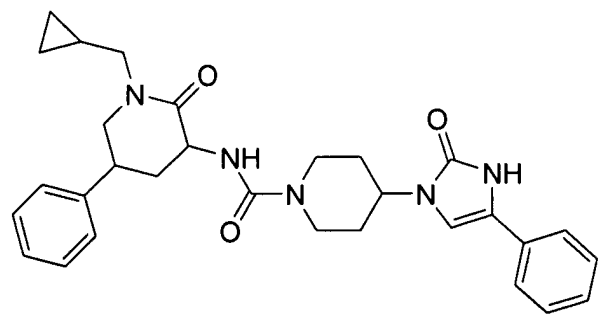
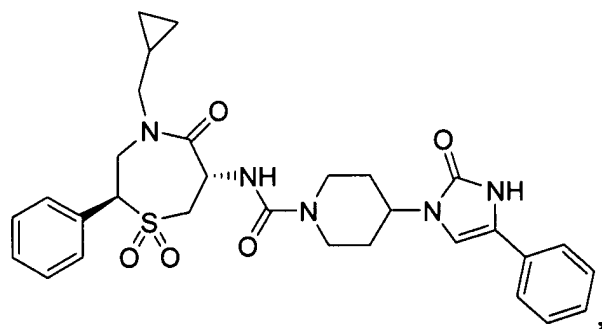
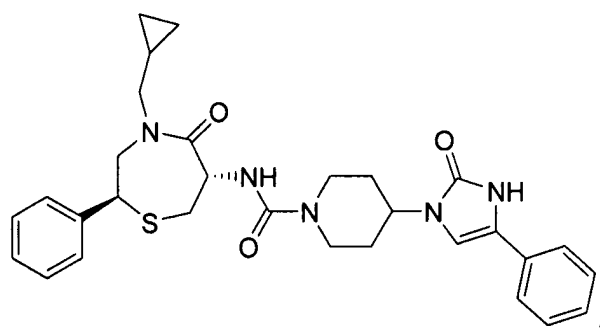
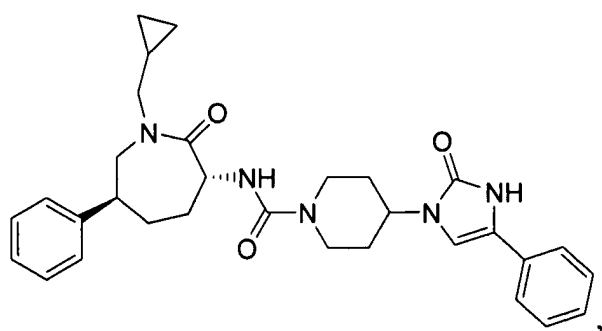
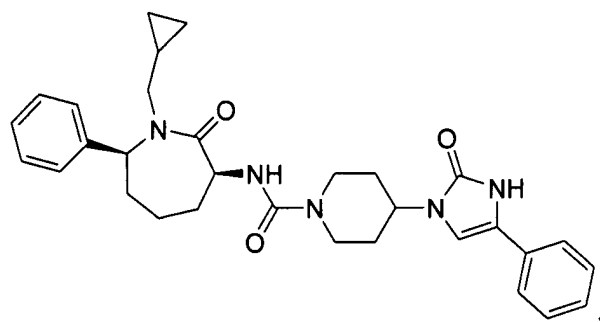
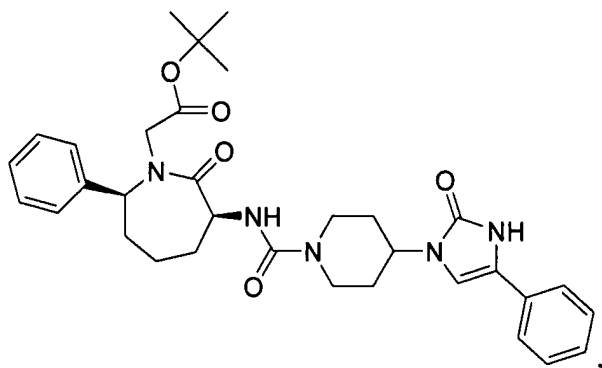
m is 0 to 2;

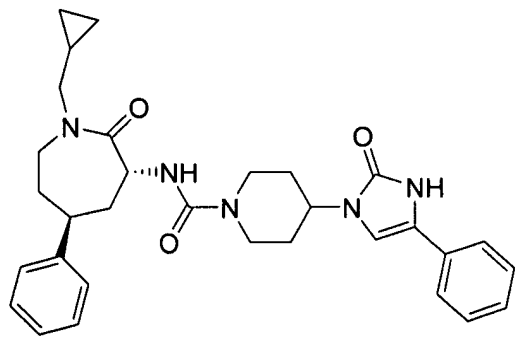
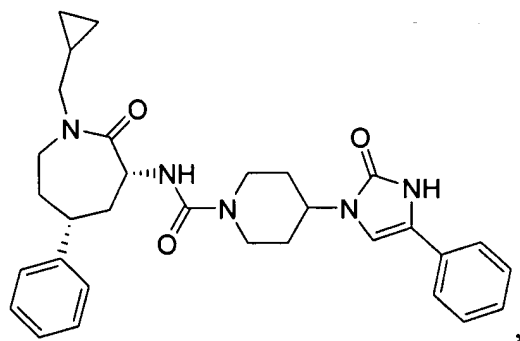
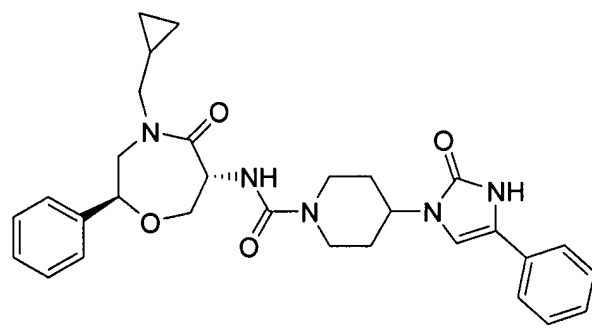
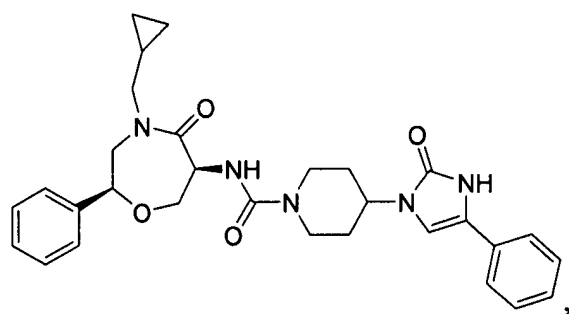
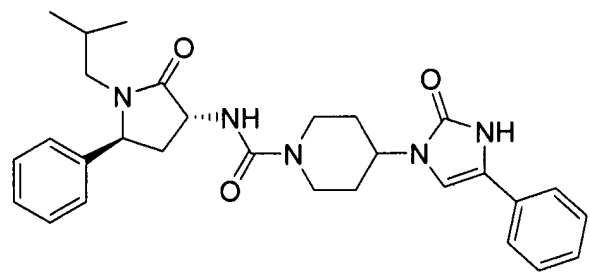
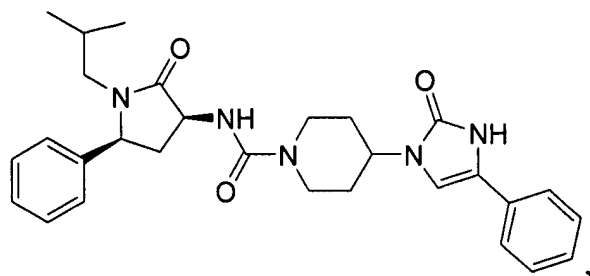
s is 1 to 3;

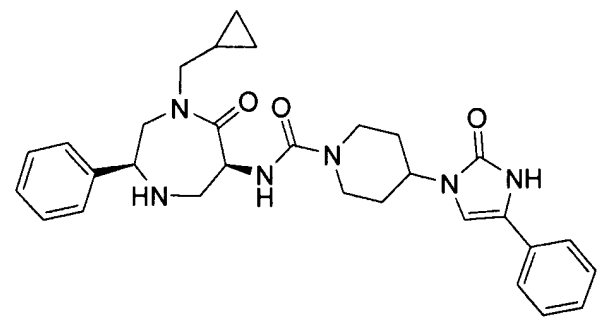
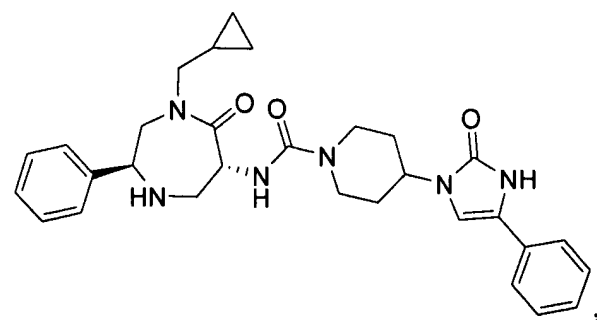
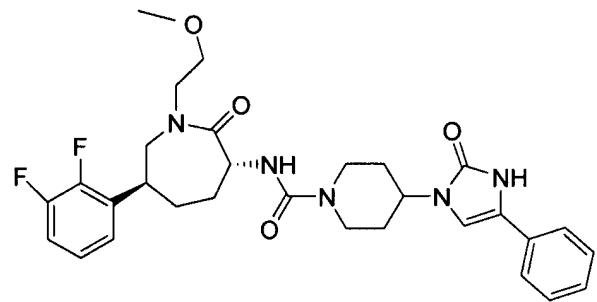
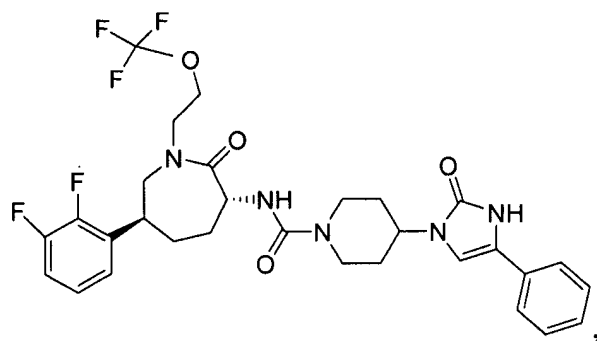
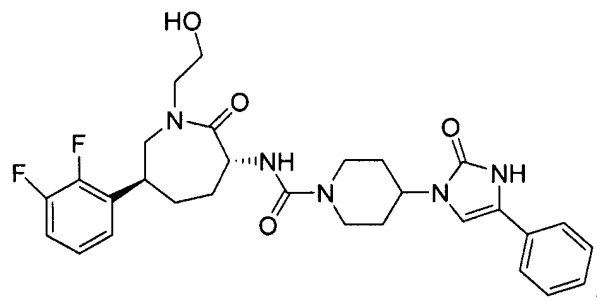
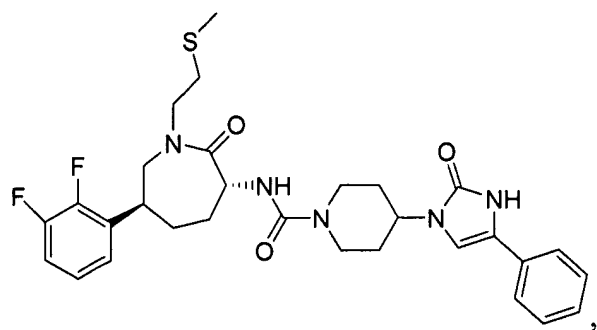
or a and pharmaceutically acceptable salt salts individual stereoisomers thereof.

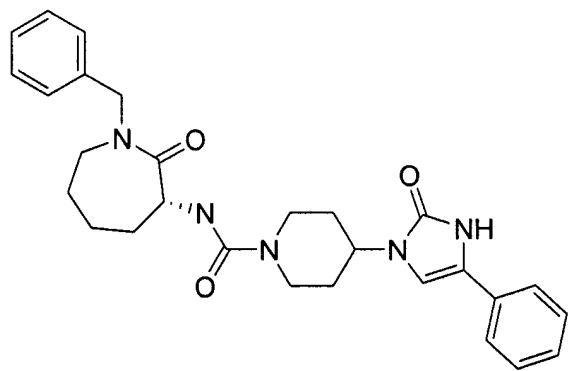
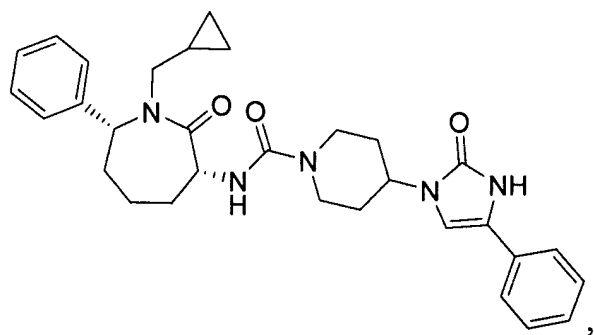
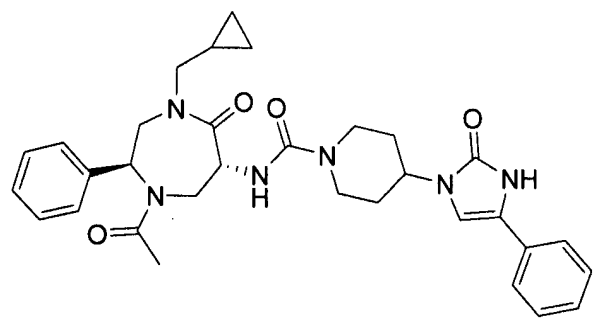
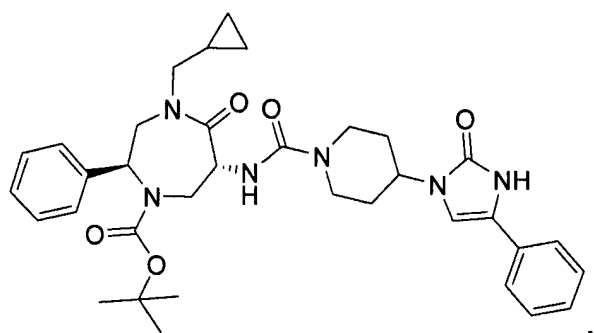
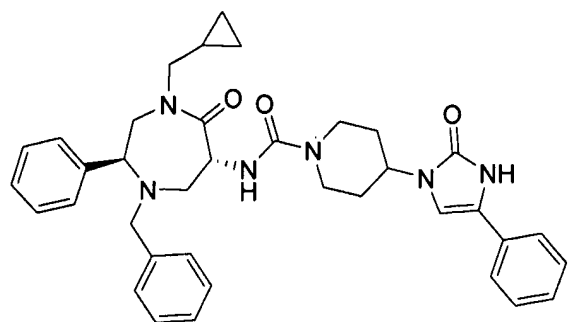
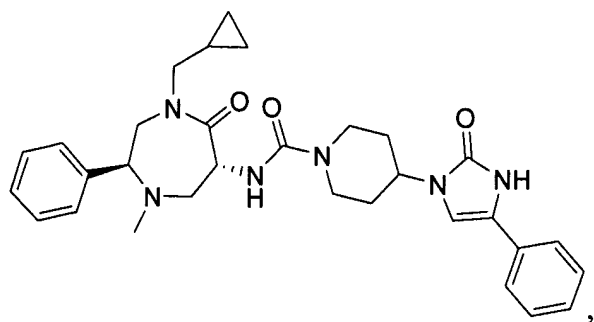
10. (Currently Amended) A compound selected from the group consisting of:



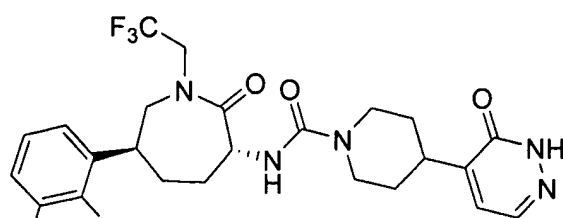
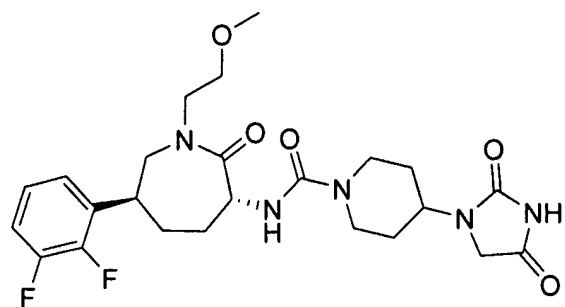
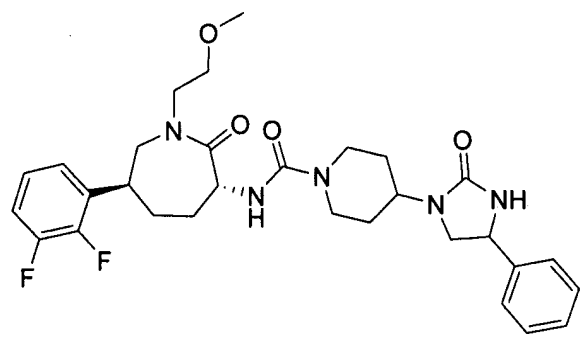
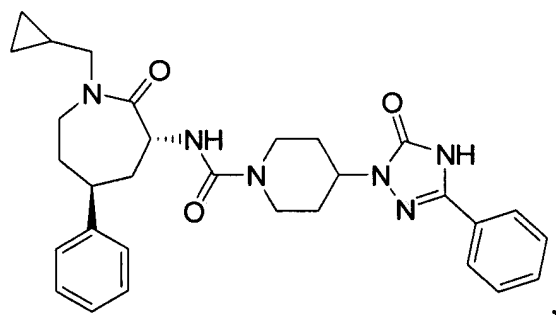
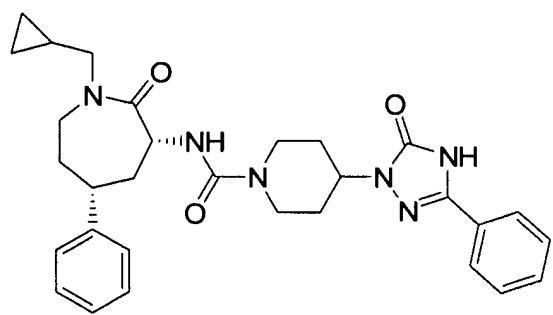
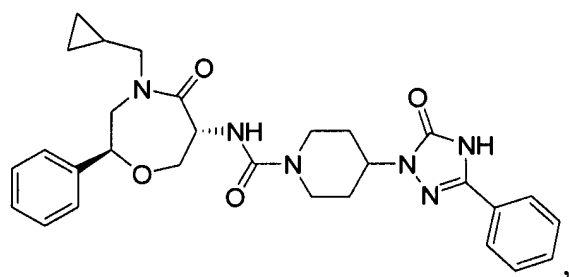
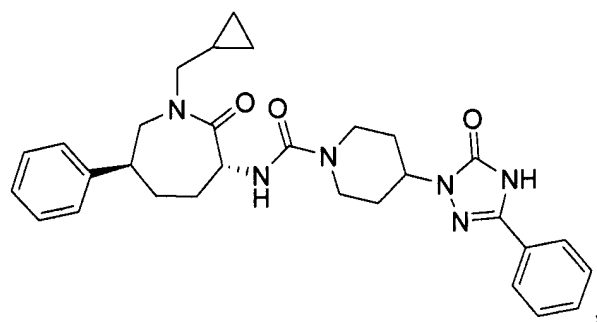
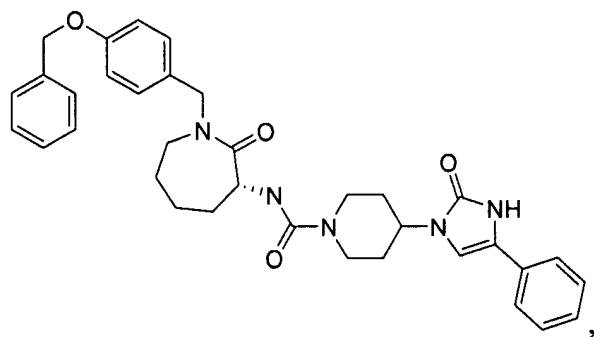












, and

or a and pharmaceutically acceptable salt salts and individual diastereomers thereof.

11. (Original) A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

12. (Canceled)

13. (Currently Amended) A method for treating, ~~controlling, ameliorating or reducing the risk of headache, migraine or cluster headache~~ in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.